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December 4, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 23204-CCCCC FILED

DEC 04 '02

12-45 PM

Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of November 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (Schedule No. 21) previously filed with the Board under Recordation Number 23204-RRRR.

The names and addresses of the parties to the enclosed document are:

Assignor: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21202

Assignee: LaSalle National  
Leasing Corporation  
1 West Pennsylvania Avenue  
Suite 1000  
Towson, MD 21204

A description of the railroad equipment covered by the enclosed document is:

One (1) locomotive NS 5552

Mr. Vernon A. Williams  
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Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Schedule to Equipment Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE  
TO EQUIPMENT LEASE AGREEMENT**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of November 27, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and LASALLE NATIONAL LEASING CORPORATION ("LaSalle").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and LaSalle, as buyer, are parties to that certain Master Assignment Agreement, dated September 28, 2001, pursuant to which Allfirst has sold to LaSalle the Locomotives and assigned to LaSalle certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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RECORDATION NO. \_\_\_\_\_ FILED

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**SURFACE TRANSPORTATION BOARD**



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

LASALLE NATIONAL LEASING CORPORATION

By: [Signature]  
Name: JAMES A. VLK  
Title: FIRST VICE PRESIDENT

STATE OF Maryland )  
COUNTY OF Baltimore ) ss:

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 27<sup>th</sup> day of November, 2002 by James A. VLK as First V.P. of LASALLE NATIONAL LEASING CORPORATION.

[Signature]  
Notary Public

My commission expires: 10/1/04

[Notarial Seal]

REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

<b>Manufacturer</b>	<b>Model</b>	<b>Type</b>	<b>Pre- Redurbishment Road No.</b>	<b>Serial No.</b>	<b>Post-Refurbishment Road No.</b>
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2859	5778-9	NS 5552